

BANDAS LAW FIRM, P. C.

Attorneys at Law

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_____, 2009

Cambridge Management Group, LLC
125 State Street, Suite 1001
Hackensack, New Jersey 07601

Re: Civil Action No. H-05-4081; In the United States District Court - Southern District of Texas, Houston Division styled *Right of Way Maintenance Company, Inc. dba ROWMEC*, as Plaintiff v. *Gyro-Trac, Inc. and Gyro-Trac (USA), Inc., et al*, as Defendant, dated June 12, 2007

Gentlemen:

The purpose of this letter is to supplement our agreement and understanding with regard to the transfer by Cambridge Management Group, LLC of all of its interest in the following:

We have this day entered into a Letter Agreement, a copy of which is attached as Exhibit "A" (the "Agreement") and incorporated herein for all purposes wherein we have agreed to the payment of \$350,000.00 as the initial consideration for the Assignment of Contracts. The purpose of this letter is to further document and supplement our agreement and understanding with regard to this Assignment of Contracts. Defined terms contained in the Agreement have the same meaning when used herein.

As further consideration to CMG, any recovery by Bandas on the Judgment against Gyro-Trac, Inc. or Gyro-Trac (USA), Inc. in the above-referenced Cause of Action shall be paid and applied as follows:

1. First, all expenses that have been paid or are incurred in the collection process for the Judgment will be paid;
2. Second, Bandas and CMG will split any recovery, after expenses have been paid, on a 50/50 basis until CMG has received the sum of \$100,000.00; and
3. All remaining recoveries under the terms of the Cause of Action and Judgment and related collateral will be the property of Bandas.

Cambridge Management Group, LLC

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If the terms of this letter correctly reflect our understanding please so indicate by signing in the space provided below.

BANDAS LAW FIRM, P.C.,
a Texas professional corporation

By: _____

Christopher A. Bandas
President

Date: _____

ACCEPTED AND AGREED TO THIS
DAY OF _____, 2009

**CAMBRIDGE MANAGEMENT GROUP, LLC,
a Delaware limited liability company**

By: *J. B. V.*
Name: *James N. Gardner*
Title: *Res.*

Date: _____